

RECORDATION NO. 29711 FILED

APR 04 '11 -2 30 PM

SURFACE TRANSPORTATION BOARD

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April 4, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, effective as of September 8, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are.

Assignor.	Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, TX 75207
Assignee	TLP Rail Trust I by Wilmington Trust Company, not in its individual capacity but solely as Trustee Rodney Square North 1100 North Market Street Wilmington, DE 29890

Chief
Section of Administration
April 4, 2011
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A description of the railroad equipment covered by the enclosed document is:

21 hopper cars within the series TILX 32821 - TILX 32867 as more particularly set forth in the attachment to the document

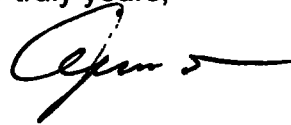
A short summary of the document to appear in the index is

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement effective as of September 8, 2010 by and between Trinity Industries Leasing Company, a Delaware corporation (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), effective as of September 8, 2010, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of that certain railroad car lease as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 

Name: **Jose L. Paredes**

Title: **Assistant Vice President**

**TRINITY INDUSTRIES LEASING
COMPANY**

By: _____

Name: _____

Title: _____

Executed on this 11th day of March, 2011

Executed on this ____ day of _____, 2011

[Memorandum of Assignment and Assumption Agreement]


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name: _____
Title: _____

**TRINITY INDUSTRIES LEASING
COMPANY**

By:  _____
Name: Lance Davis
Title: Vice President

Executed on this ____ day of _____, 2011

Executed on this 31st day of MARCH, 2011

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 11th day of March 2011, before a Notary Public in and for said County and State, personally appeared Jose Paragant, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on March 11, 2011 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

[Signature]
Name:
Notary Public

My Commission Expires:

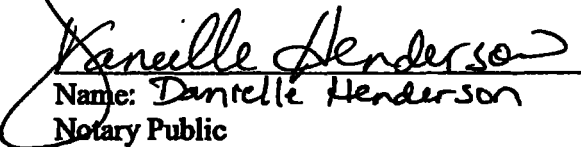
Residing in Wilmington, Delaware



STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 31st day of March 2011, before a Notary Public in and for said County and State, personally appeared Lance Davis, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on March 31, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: Danielle Henderson
Notary Public

My Commission Expires: 6/9/2012
Residing in Cedar Hill TX



EXHIBIT A

Lease: Rider Five (5), effective September 8, 2010, to that certain Railroad Car Lease Agreement dated, August 1, 2006, between Trinity Industries Leasing Company and Frac Tech Services, LLC

Equipment: 3,281 cubic foot twin covered hopper cars

Quantity: Twenty-One (21)

Road Numbers: TILX 32821, 32826, 32828, 32829, 32830, 32833, 32835, 32836, 32843, 32844, 32848, 32850, 32852, 32854, 32855, 32857, 32858, 32862, 32863, 32866 and 32867

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/11/11



Robert W. Alvord